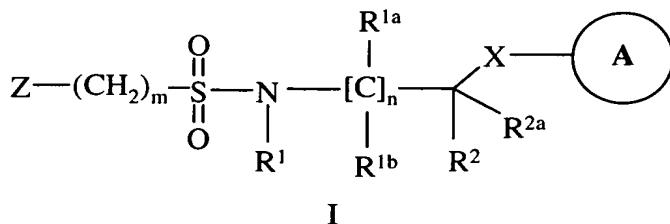
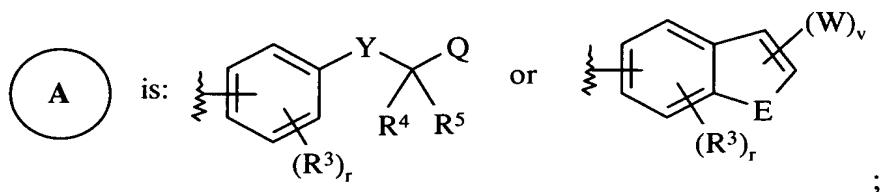
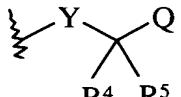


Amendments to the Claims

1. (Original) A compound having a structural Formula I,



and pharmaceutically acceptable salts, solvates, hydrates or stereoisomers thereof, wherein:

E is: O, S or NR<sup>14</sup>;W is: R<sup>4</sup> R<sup>5</sup>, hydrogen, C<sub>1</sub>-C<sub>6</sub> alkyl, (CH<sub>2</sub>)<sub>n</sub> C<sub>3</sub>-C<sub>6</sub> cycloalkyl, haloalkyl or acyl;Q is: -C(O)OR<sup>6</sup> or R<sup>6A</sup>;X is: a bond, C, O, S or S[O]<sub>p</sub>;

Y is: a bond, S, C or O;

Z is:

- aliphatic group,
- aryl,
- a 5- to 10-membered heteroaryl wherein the heteroaryl containing at least one heteroatom selected from N, O or S,
- bi-aryl, wherein biaryl being defined as aryl substituted with another aryl or aryl substituted with heteroaryl,

- e) bi-heteroaryl, wherein bi-heteroaryl being defined as heteroaryl substituted with another heteroaryl, or heteroaryl substituted with aryl, and
- f) heterocyclyl;  
wherein aliphatic group, aryl, heteroaryl, bi-aryl, bi-heteroaryl and heterocyclyl being optionally substituted with one or more groups independently selected from R<sup>15</sup>;

m and n' are each independently: 0, 1, 2, 3 or 4;

n is: 0, 1, 2 or 3;

p is: 1 or 2;

r is: 1, 2, 3 or 4;

v is: 1 or 2;

R<sup>1</sup> is: hydrogen, wherein when Z is phenyl or naphthyl and R<sup>2</sup> is H, R<sup>1</sup> is not H, haloalkyl,

C<sub>1</sub>-C<sub>6</sub> alkyl,

C<sub>1</sub>-C<sub>6</sub> alkyl-C<sub>1</sub>-C<sub>6</sub> alkoxy,

C<sub>1</sub>-C<sub>6</sub> alkyl-aryl,

C<sub>2</sub>-C<sub>6</sub> alkenyl,

C<sub>2</sub>-C<sub>6</sub> alkynyl,

(CH<sub>2</sub>)<sub>n</sub>C<sub>3</sub>-C<sub>6</sub> cycloalkyl,

C<sub>1</sub>-C<sub>6</sub> alkoxy,

aryl, or

R<sup>1</sup> and R<sup>2</sup> together being a 5- to 8-membered heterocyclyl ring, and

wherein alkyl, aryl, alkenyl, alkynyl, cycloalkyl and alkoxy being optionally substituted with one or more groups independently selected from R<sup>15</sup>;

R<sup>1a</sup> and R<sup>1b</sup> are each independently:

hydrogen,

C<sub>1</sub>-C<sub>6</sub> alkyl, or

R<sup>1</sup> and R<sup>1a</sup>, R<sup>1</sup> and R<sup>1b</sup>, R<sup>2</sup> and R<sup>1a</sup>, R<sup>2</sup> and R<sup>1b</sup> or R<sup>1a</sup> and R<sup>1b</sup> together being a 3- to 6-membered heterocyclyl or carbocyclyl ring where at least one of R<sup>1a</sup> and R<sup>1b</sup> is not hydrogen;

$R^2$  is: hydrogen,  
haloalkyl,  
 $C_1$ - $C_6$  alkyl,  
 $C_1$ - $C_6$  alkyl- $C_1$ - $C_6$  alkoxy,  
 $C_1$ - $C_6$  alkyl-aryl,  
 $C_2$ - $C_6$  alkenyl,  
 $C_2$ - $C_6$  alkynyl,  
 $(CH_2)_n$ - $C_3$ - $C_6$  cycloalkyl,  
 $C_1$ - $C_6$  alkoxy,  
aryl, or  
 $R^1$  and  $R^2$  together being a 5- to 8-membered heterocyclyl ring, and  
wherein alkyl, aryl, alkenyl, alkynyl, cycloalkyl and alkoxy being optionally  
substituted with one or more groups independently selected from  $R^{15}$ ;

$R^{2a}$  is: hydrogen, halo or  $C_1$ - $C_6$  alkyl and wherein  $R^2$  and  $R^{2a}$  together being a 3- to 8-membered ring; and wherein alkyl being optionally substituted with one or more groups independently selected from  $R^{15}$ ;

$R^3$  is: hydrogen,  
halo,  
cyano,  
haloalkyl,  
 $C_1$ - $C_6$  alkyl,  
 $(CH_2)_n$ - $C_3$ - $C_6$  cycloalkyl,  
 $(C_1$ - $C_4$  alkyl)-heterocyclyl, wherein the heterocyclyl being optionally substituted  
with oxo,  
 $(C_1$ - $C_4$  alkyl)- $NR^7$  $C(O)_pR^9$ , and  
wherein alkyl, cycloalkyl and heterocyclyl being optionally substituted with one or  
more groups independently selected from  $R^{15}$ ;

$R^4$  and  $R^5$  are each independently:

hydrogen,  
halo,

C<sub>1</sub>-C<sub>6</sub> alkyl  
C<sub>1</sub>-C<sub>6</sub> alkoxy;  
aryloxy;  
N(R<sup>8</sup>)<sub>2</sub>,  
SR<sup>8</sup> or  
R<sup>4</sup> and R<sup>5</sup> together being a 3- to 8-membered ring;

R<sup>6</sup> is: hydrogen, C<sub>1</sub>-C<sub>6</sub> alkyl or aminoalkyl;

R<sup>6A</sup> is: carboxamide, C<sub>1</sub>-C<sub>3</sub> alkynitrile, sulfonamide, acylsulfonamide or tetrazole;

R<sup>7</sup> is: hydrogen or C<sub>1</sub>-C<sub>6</sub> alkyl;

R<sup>8</sup> and R<sup>9</sup> are each independently:

hydrogen, C<sub>1</sub>-C<sub>6</sub> alkyl, aryl, heteroaryl, or heterocyclyl, and  
wherein aryl, heteroaryl and heterocyclyl being optionally substituted with one or  
more substituents selected from the group consisting of hydrogen, nitro, cyano,  
hydroxyl, halo, haloalkyl, haloalkyloxy, aryloxy, oxo, C<sub>1</sub>-C<sub>6</sub> alkyl and C<sub>1</sub>-C<sub>6</sub> alkoxy;

R<sup>14</sup> is: hydrogen, aryl, C<sub>1</sub>-C<sub>6</sub> alkyl, or C<sub>1</sub>-C<sub>6</sub> alkyl-COOR<sup>6</sup>, and  
wherein aryl and alkyl being optionally substituted with one or more groups  
independently selected from R<sup>15</sup>; and

R<sup>15</sup> is: hydrogen, nitro, cyano, hydroxyl, halo, haloalkyl, haloalkyloxy, aryloxy, oxo, C<sub>1</sub>-C<sub>6</sub>  
alkyl, C<sub>1</sub>-C<sub>6</sub> alkoxy, (CH<sub>2</sub>)<sub>n</sub>C<sub>3</sub>-C<sub>6</sub> cycloalkyl, N(R<sup>8</sup>)<sub>2</sub>, NR<sup>8</sup>S(O)<sub>2</sub>R<sup>9</sup>, NR<sup>8</sup>C(O)<sub>p</sub>R<sup>9</sup>,  
C(O)NR<sup>8</sup>R<sup>9</sup>, C(O)<sub>p</sub>R<sup>8</sup>, SR<sup>8</sup>, S(O)<sub>p</sub>R<sup>8</sup> or S(O)<sub>2</sub>NR<sup>8</sup>R<sup>9</sup>.

2. (Original) The compound Claim 1, wherein X and Y are respectively  
S and O; S and C; or C and O.

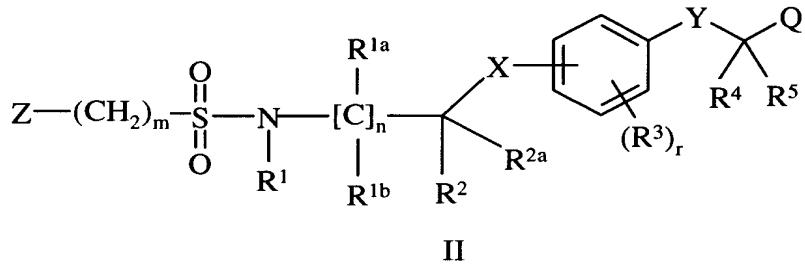
3. (Original) The compound of Claim 2, wherein Z is C<sub>1</sub>-C<sub>6</sub> alkyl, aryl or  
heteroaryl.

4. (Original) The compound of Claim 3, wherein Z is phenyl, naphthyl, thiophenyl, oxazolyl, isooxazolyl, pyridyl, benzothiophenyl, benzofuranyl, indolyl, isoindolyl, pyrazolyl, imidazolyl, 1,4 benzodioxan, benzooxazolyl, benzothiazolyl, benzoimidazolyl, or 2,3-dihydrobenzofuranyl.

5. (Original) The compound of Claim 4, wherein R<sup>1</sup> is C<sub>3</sub>-C<sub>6</sub> alkyl or (CH<sub>2</sub>)<sub>n</sub>C<sub>3</sub>-C<sub>6</sub> cycloalkyl; R<sup>2</sup> and R<sup>3</sup> are each independently C<sub>1</sub>-C<sub>3</sub> alkyl; and r is 1.

6. (Original) The compound of Claim 5, wherein X is positioned para to Y; and R<sup>3</sup> is positioned ortho to Y.

7. (Original) A compound having a structural Formula II,



and pharmaceutically acceptable salts, solvates, hydrates or stereoisomers thereof, wherein:

Q is: -C(O)OR<sup>6</sup> or R<sup>6A</sup>;

X is: a bond, C, O, S or S[O]<sub>p</sub>;

Y is: a bond, S, C or O;

Z is: a) aliphatic group,  
b) aryl,  
c) a 5- to 10-membered heteroaryl wherein the heteroaryl containing at least one heteroatom selected from N, O or S,  
d) bi-aryl, wherein biaryl being defined as aryl substituted with another aryl or aryl substituted with heteroaryl,

- e) bi-heteroaryl, wherein bi-heteroaryl being defined as heteroaryl substituted with another heteroaryl, or heteroaryl substituted with aryl, and
- f) heterocyclyl;  
wherein aliphatic group, aryl, heteroaryl, bi-aryl, bi-heteroaryl and heterocyclyl being optionally substituted with one or more groups independently selected from R<sup>15</sup>;

m and n' are each independently: 0, 1, 2, 3 or 4;

n is: 0, 1, 2 or 3;

p is: 1 or 2;

r is: 1, 2, 3 or 4;

R<sup>1</sup> is: aryl,

haloalkyl,

C<sub>1</sub>-C<sub>6</sub> alkyl,

C<sub>1</sub>-C<sub>6</sub> alkyl-C<sub>1</sub>-C<sub>6</sub> alkoxy,

C<sub>1</sub>-C<sub>6</sub> alkyl-aryl,

C<sub>2</sub>-C<sub>6</sub> alkenyl,

C<sub>2</sub>-C<sub>6</sub> alkynyl,

(CH<sub>2</sub>)<sub>n</sub>C<sub>3</sub>-C<sub>6</sub> cycloalkyl,

C<sub>1</sub>-C<sub>6</sub> alkoxy or

R<sup>1</sup> and R<sup>2</sup> together being a 5- to 8-membered heterocyclyl ring, and

wherein alkyl, aryl, alkenyl, alkynyl, cycloalkyl and alkoxy being optionally substituted with one or more groups independently selected from R<sup>15</sup>;

R<sup>1a</sup> and R<sup>1b</sup> are each independently:

hydrogen,

C<sub>1</sub>-C<sub>6</sub> alkyl, or

R<sup>1</sup> and R<sup>1a</sup>, R<sup>1</sup> and R<sup>1b</sup>, R<sup>2</sup> and R<sup>1a</sup>, R<sup>2</sup> and R<sup>1b</sup> or R<sup>1a</sup> and R<sup>1b</sup> together being a 3- to 6-membered heterocyclyl or carbocyclyl ring where at least one of R<sup>1a</sup> and R<sup>1b</sup> is not hydrogen;

R<sup>2</sup> is: hydrogen,

haloalkyl,

$C_1$ - $C_6$  alkyl,  
 $C_1$ - $C_6$  alkyl- $C_1$ - $C_6$  alkoxy,  
 $C_1$ - $C_6$  alkyl-aryl,  
 $C_2$ - $C_6$  alkenyl,  
 $C_2$ - $C_6$  alkynyl,  
 $(CH_2)_n$ - $C_3$ - $C_6$  cycloalkyl,  
 $C_1$ - $C_6$  alkoxy,  
aryl, or

$R^1$  and  $R^2$  together being a 5- to 8-membered heterocyclyl ring, and  
wherein alkyl, aryl, alkenyl, alkynyl, cycloalkyl and alkoxy being optionally  
substituted with one or more groups independently selected from  $R^{15}$ ;

$R^{2a}$  is: hydrogen, halo or  $C_1$ - $C_6$  alkyl and wherein  $R^2$  and  $R^{2a}$  together being a 3- to 8-  
membered ring; and wherein alkyl being optionally substituted with one or more  
groups independently selected from  $R^{15}$ ;

$R^3$  is: hydrogen,  
halo,  
cyano,  
haloalkyl,  
 $C_1$ - $C_6$  alkyl,  
 $(CH_2)_n$ - $C_3$ - $C_6$  cycloalkyl,  
 $(C_1$ - $C_4$  alkyl)-heterocyclyl, wherein the heterocyclyl being optionally substituted  
with oxo,  
 $(C_1$ - $C_4$  alkyl)- $NR^7C(O)_pR^9$ , and  
wherein alkyl, cycloalkyl and heterocyclyl being optionally substituted with one or  
more groups independently selected from  $R^{15}$ ;

$R^4$  and  $R^5$  are each independently:

hydrogen,  
halo,  
 $C_1$ - $C_6$  alkyl  
 $C_1$ - $C_6$  alkoxy;

aryloxy;

$N(R^8)_2$ ,

$SR^8$  or

$R^4$  and  $R^5$  together being a 3- to 8-membered ring;

$R^6$  is: hydrogen,  $C_1$ - $C_6$  alkyl or aminoalkyl;

$R^{6A}$  is: carboxamide,  $C_1$ - $C_3$  alkyl nitrile, sulfonamide, acylsulfonamide or tetrazole;

$R^7$  is: hydrogen or  $C_1$ - $C_6$  alkyl;

$R^8$  and  $R^9$  are each independently:

hydrogen,  $C_1$ - $C_6$  alkyl, aryl, heteroaryl, or heterocyclyl, and

wherein aryl, heteroaryl and heterocyclyl being optionally substituted with one or

more substituents selected from the group consisting of hydrogen, nitro, cyano,

hydroxyl, halo, haloalkyl, haloalkyloxy, aryloxy, oxo,  $C_1$ - $C_6$  alkyl and  $C_1$ - $C_6$  alkoxy;

$R^{15}$  is: hydrogen, nitro, cyano, hydroxyl, halo, haloalkyl, haloalkyloxy, aryloxy, oxo,  $C_1$ - $C_6$  alkyl,  $C_1$ - $C_6$  alkoxy,  $(CH_2)_n$ - $C_3$ - $C_6$  cycloalkyl,  $N(R^8)_2$ ,  $NR^8S(O)_2R^9$ ,  $NR^8C(O)_pR^9$ ,  $C(O)NR^8R^9$ ,  $C(O)_pR^8$ ,  $SR^8$ ,  $S(O)_pR^8$  or  $S(O)_2NR^8R^9$ .

8. (Original) The compound of Claim 7, wherein X and Y are respectively S and O; S and C; or C and O.

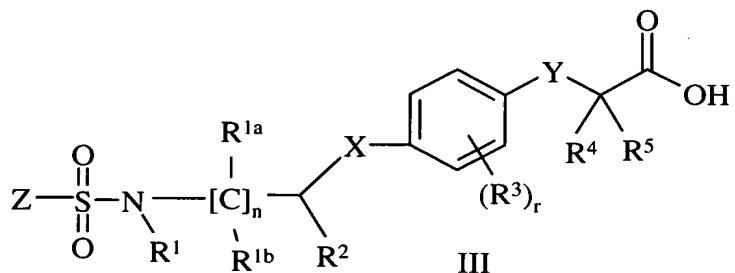
9. (Original) The compound of Claim 8, wherein Z is  $C_1$ - $C_6$  alkyl, aryl or heteroaryl.

10. (Original) The compound of Claim 9, wherein Z is phenyl, naphthyl, thiophenyl, oxazolyl, isooxazolyl, pyridyl, benzothiophenyl, benzofuranyl, indolyl, isoindolyl, pyrazolyl, imidazolyl, 1,4 benzodioxan, benzooxazolyl, benzothiazolyl, benzoimidazolyl, or 2,3-dihydrobenzofuranyl.

11. (Original) The compound of Claim 10, wherein R<sup>1</sup> is C<sub>3</sub>-C<sub>6</sub> alkyl or (CH<sub>2</sub>)<sub>n</sub>C<sub>3</sub>-C<sub>6</sub> cycloalkyl; R<sup>2</sup> and R<sup>3</sup> are each independently C<sub>1</sub>-C<sub>3</sub> alkyl; and r is 1.

12. (Original) The compound of Claim 11, wherein X is positioned para to Y; and R<sup>3</sup> is positioned ortho to Y.

13. (Original) The compound of Claim 7, wherein the compound having a structural Formula III,



and pharmaceutically acceptable salts, solvates, hydrates or stereoisomers thereof, wherein:

n is: 1 or 2;

r is: 1, 2, 3, or 4;

X is: S or C;

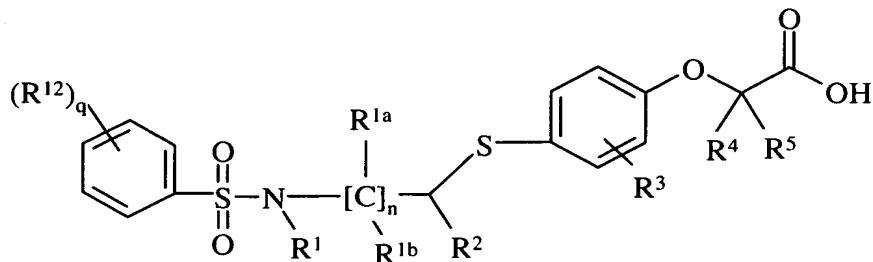
Y is: C or O;

Z is: aryl or a 5- to 10-membered heteroaryl,

wherein aryl and heteroaryl being optionally substituted with one or more groups independently selected from R<sup>15</sup>;

R<sup>1</sup> and R<sup>2</sup> are each independently: C<sub>1</sub>-C<sub>6</sub> alkyl or (CH<sub>2</sub>)<sub>n</sub>C<sub>3</sub>-C<sub>6</sub> cycloalkyl; and R<sup>1a</sup> and R<sup>1b</sup>, R<sup>3</sup>, R<sup>4</sup> and R<sup>5</sup> are each independently: hydrogen or C<sub>1</sub>-C<sub>6</sub> alkyl.

14. (Original) The compound of Claim 13, wherein the compound having a structural Formula IV,



IV

and pharmaceutically acceptable salts, solvates, hydrates or stereoisomers thereof, wherein:

q is 1, 2, 3, 4, or 5;

R<sup>8</sup> and R<sup>9</sup> are each independently:

hydrogen, C<sub>1</sub>-C<sub>6</sub> alkyl, aryl, heteroaryl, or heterocyclyl,

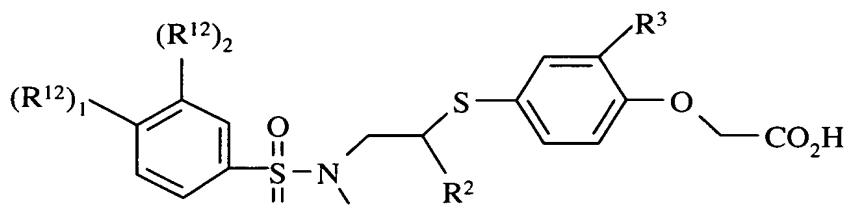
wherein alkyl, aryl, heteroaryl and heterocyclyl being optionally substituted with one or more substituents selected from the group consisting of hydrogen, nitro, cyano, hydroxyl, halo, haloalkyl, haloalkyloxy, aryloxy, oxo, C<sub>1</sub>-C<sub>6</sub> alkyl and C<sub>1</sub>-C<sub>6</sub> alkoxy; and;

R<sup>12</sup> is: hydrogen, nitro, cyano, hydroxyl, halo, haloalkyl, haloalkyloxy, aryl, heteroaryl,

aryloxy, oxo, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>6</sub> alkoxy, (CH<sub>2</sub>)<sub>n</sub>C<sub>3</sub>-C<sub>6</sub> cycloalkyl, N(R<sup>8</sup>)<sub>2</sub>,

NR<sup>8</sup>S(O)<sub>2</sub>R<sup>9</sup>, NR<sup>8</sup>C(O)<sub>p</sub>R<sup>9</sup>, C(O)NR<sup>8</sup>R<sup>9</sup>, C(O)<sub>p</sub>R<sup>8</sup>, SR<sup>8</sup>, S(O)<sub>p</sub>R<sup>8</sup> or S(O)<sub>2</sub>NR<sup>8</sup>R<sup>9</sup>.

15. (Original) The compound of Claim 14, wherein the compound having a structural Formula V,

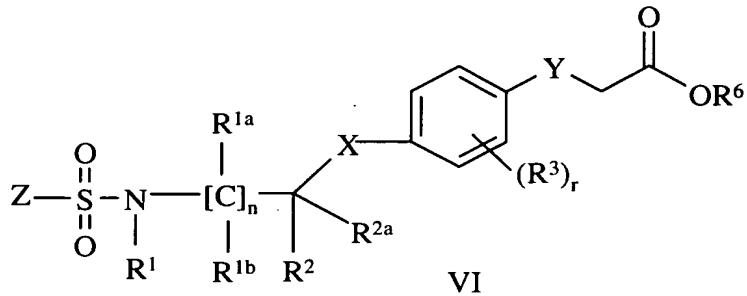


V

and pharmaceutically acceptable salts, solvates, hydrates or stereoisomers thereof, wherein R<sup>1</sup> and R<sup>2</sup> are each independently C<sub>1</sub>-C<sub>4</sub> alky or (CH<sub>2</sub>)<sub>n</sub>C<sub>3</sub>-C<sub>6</sub> cycloalkyl; R<sup>3</sup> is C<sub>1</sub>-C<sub>4</sub> alky; (R<sup>12</sup>)<sub>1</sub> is halo, haloalkyl, or haloalkyloxy; and (R<sup>12</sup>)<sub>2</sub> is F, Cl or Br.

16. (Original) The compound of Claim 15, wherein  $R^1$  is methyl, ethyl, propyl, cyclopropyl, cyclopropylmethyl, cyclobutyl;  $R^3$  is methyl and  $(R^{12})_1$  is  $OCF_3$ .

17. (Original) A compound having a structural Formula VI,



and pharmaceutically acceptable salts, solvates, hydrates or stereoisomers thereof, wherein:

$X$  is: a bond, C, O, S or  $S[O]_p$ ;

$Y$  is: a bond, S, C or O;

$Z$  is: heteroaryl wherein the heteroaryl containing at least one heteroatom selected from N, O or S, and wherein heteroaryl being optionally substituted with one or more groups selected from  $R^{15}$ ;

$n$  is: 0, 1, 2 or 3;

$n'$  is: 0, 1, 2, 3 or 4;

$p$  is: 1 or 2;

$r$  is: 1, 2, 3 or 4;

$R^1$  is: hydrogen,

haloalkyl,

$C_1$ - $C_6$  alkyl,

$C_1$ - $C_6$  alkyl- $C_1$ - $C_6$  alkoxy,

$C_1$ - $C_6$  alkyl-aryl,

$C_2$ - $C_6$  alkenyl,

$C_2$ - $C_6$  alkynyl,

$(CH_2)_n$ - $C_3$ - $C_6$  cycloalkyl,

$C_1$ - $C_6$  alkoxy,

aryl, or

$R^1$  and  $R^2$  together being a 5- to 8-membered heterocyclyl ring, and

wherein alkyl, aryl, alkenyl, alkynyl, cycloalkyl and alkoxy being optionally substituted with one or more groups independently selected from  $R^{15}$ ;

$R^{1a}$  and  $R^{1b}$  are each independently:

hydrogen,

$C_1$ - $C_6$  alkyl, or

$R^1$  and  $R^{1a}$ ,  $R^1$  and  $R^{1b}$ ,  $R^2$  and  $R^{1a}$ ,  $R^2$  and  $R^{1b}$  or  $R^{1a}$  and  $R^{1b}$  together being a 3- to 6-membered heterocyclyl or carbocyclyl ring where at least one of  $R^{1a}$  and  $R^{1b}$  is not hydrogen;

$R^2$  is: hydrogen,

haloalkyl,

$C_1$ - $C_6$  alkyl,

$C_1$ - $C_6$  alkyl- $C_1$ - $C_6$  alkoxy,

$C_1$ - $C_6$  alkyl-aryl,

$C_2$ - $C_6$  alkenyl,

$C_2$ - $C_6$  alkynyl,

$(CH_2)_n$ - $C_3$ - $C_6$  cycloalkyl,

$C_1$ - $C_6$  alkoxy,

aryl, or

$R^1$  and  $R^2$  together being a 5- to 8-membered heterocyclyl ring, and

wherein alkyl, aryl, alkenyl, alkynyl, cycloalkyl and alkoxy being optionally substituted with one or more groups independently selected from  $R^{15}$ ;

$R^{2a}$  is: hydrogen, halo or  $C_1$ - $C_6$  alkyl and wherein  $R^2$  and  $R^{2a}$  together being a 3- to 8-membered ring; and wherein alkyl being optionally substituted with one or more groups independently selected from  $R^{15}$ ;

$R^3$  is: hydrogen,

halo,

cyano,  
haloalkyl,  
 $C_1-C_6$  alkyl,  
 $(CH_2)_nC_3-C_6$  cycloalkyl,  
 $(C_1-C_4$  alkyl)-heterocyclyl, wherein the heterocyclyl being optionally substituted with  
oxo,  
 $(C_1-C_4$  alkyl)- $NR^7C(O)_pR^9$ , and  
wherein alkyl, cycloalkyl and heterocyclyl being optionally substituted with one or  
more groups independently selected from  $R^{15}$ ;

$R^6$  is: hydrogen,  $C_1-C_6$  alkyl or aminoalkyl;

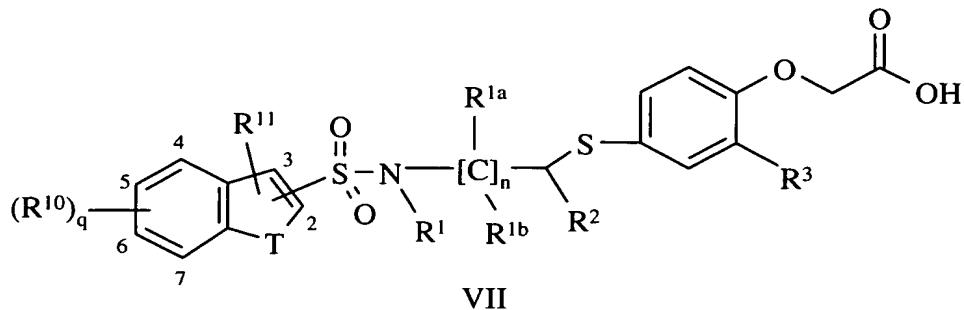
$R^7$  is: hydrogen or  $C_1-C_6$  alkyl;

$R^8$  and  $R^9$  are each independently:

hydrogen,  $C_1-C_6$  alkyl, aryl, heteroaryl, or heterocyclyl, and  
wherein aryl, heteroaryl and heterocyclyl being optionally substituted with one or  
more substituents selected from the group consisting of hydrogen, nitro, cyano,  
hydroxyl, halo, haloalkyl, haloalkyloxy, aryloxy, oxo,  $C_1-C_6$  alkyl and  $C_1-C_6$  alkoxy;  
and

$R^{15}$  is: hydrogen, nitro, cyano, hydroxyl, halo, haloalkyl, haloalkyloxy, aryloxy, oxo,  $C_1-C_6$   
alkyl,  $C_1-C_6$  alkoxy,  $N(R^8)_2$ ,  $NR^8S(O)_2R^9$ ,  $NR^8C(O)_pR^9$ ,  $C(O)NR^8R^9$ ,  $C(O)_pR^8$ ,  $SR^8$ ,  
 $S(O)_pR^8$  or  $S(O)_2NR^8R^9$ .

18. (Original) The compound of Claim 17, wherein the compound having  
a structural Formula VII,



and pharmaceutically acceptable salts, solvates, hydrates or stereoisomers thereof, wherein:

q is: 1, 2, 3, or 4;

T is: O, NR<sup>1c</sup> or S;

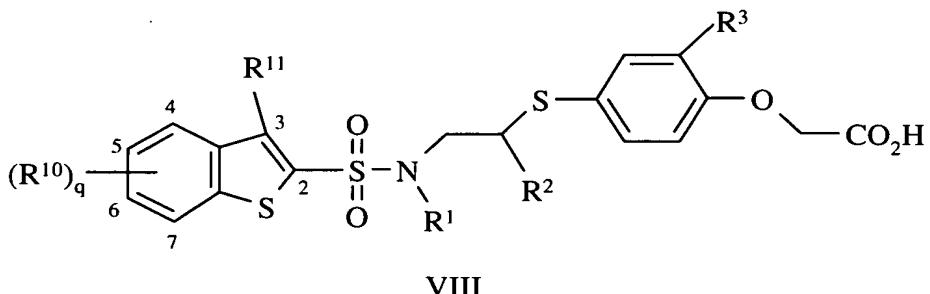
R<sup>1c</sup> is: hydrogen or C<sub>1</sub>-C<sub>6</sub> alkyl;

R<sup>10</sup> and R<sup>11</sup> are each independently:

hydrogen, nitro, cyano, hydroxyl, halo, haloalkyl, haloalkyloxy, aryloxy, C<sub>1</sub>-C<sub>6</sub> alkyl or C<sub>1</sub>-C<sub>6</sub> alkoxy; and

wherein alkyl, aryloxy, and alkoxy being optionally substituted with one or more groups independently selected from R<sup>15</sup>.

19. (Original) The compound of Claim 18, wherein the compound having a structural Formula VIII,



and pharmaceutically acceptable salts, solvates, hydrates or stereoisomers thereof, wherein:

q is: 1 or 2;

R<sup>1</sup> is: C<sub>3</sub>-C<sub>5</sub> alkyl or (CH<sub>2</sub>)<sub>n</sub>-C<sub>3</sub>-C<sub>6</sub> cycloalkyl;

R<sup>2</sup> and R<sup>3</sup> are each independently: C<sub>1</sub>-C<sub>3</sub> alkyl;

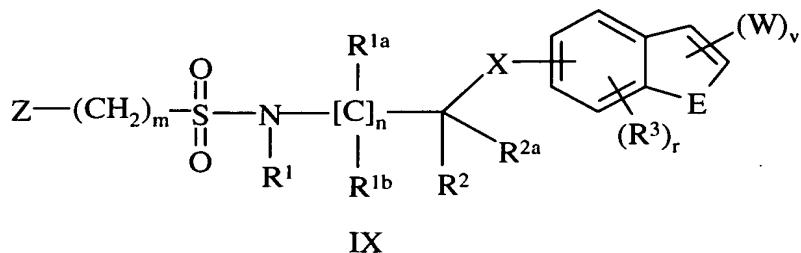
R<sup>10</sup> is: halo, haloalkyl or C<sub>1</sub>-C<sub>3</sub> alkyl, and

wherein R<sup>10</sup> being substituted at a position 5, or 6, or both 5 and 6 of benzothiophenyl ring; and

R<sup>11</sup> is: hydrogen or C<sub>1</sub>-C<sub>6</sub> alkyl.

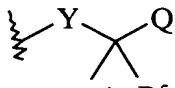
20. (Original) The compound of Claim 19, wherein R<sup>10</sup> is Cl, F, Br, CH<sub>3</sub> or CF<sub>3</sub> being substituted at a position 5 of benzothiophenyl ring.

21. (Original) A compound having a structural Formula IX,



and pharmaceutically acceptable salts, solvates, hydrates or stereoisomers thereof, wherein:

E is: O, S or NR<sup>14</sup>;



W is: R<sup>4</sup> R<sup>5</sup>, hydrogen, C<sub>1</sub>-C<sub>6</sub> alkyl, (CH<sub>2</sub>)<sub>n</sub>C<sub>3</sub>-C<sub>6</sub> cycloalkyl, haloalkyl or acyl;

Q is: -C(O)OR<sup>6</sup> or R<sup>6A</sup>;

X is: a bond, C, O, S or S[O]<sub>p</sub>;

Y is: a bond, S, C or O;

Z is:

- a) aliphatic group,
- b) aryl,
- c) a 5- to 10-membered heteroaryl wherein the heteroaryl containing at least one heteroatom selected from N, O or S,
- d) bi-aryl, wherein biaryl being defined as aryl substituted with another aryl or aryl substituted with heteroaryl,

- e) bi-heteroaryl, wherein bi-heteroaryl being defined as heteroaryl substituted with another heteroaryl, or heteroaryl substituted with aryl, and
- f) heterocyclyl;  
wherein aliphatic group, aryl, heteroaryl, bi-aryl, bi-heteroaryl and heterocyclyl being optionally substituted with one or more groups independently selected from R<sup>15</sup>;

m and n' are each independently: 0, 1, 2, 3 or 4;

n is: 0, 1, 2 or 3;

p is: 1 or 2;

r is: 1, 2, 3 or 4;

v is: 1 or 2;

R<sup>1</sup> is: hydrogen,

haloalkyl,

C<sub>1</sub>-C<sub>6</sub> alkyl,

C<sub>1</sub>-C<sub>6</sub> alkyl-C<sub>1</sub>-C<sub>6</sub> alkoxy,

C<sub>1</sub>-C<sub>6</sub> alkyl-aryl,

C<sub>2</sub>-C<sub>6</sub> alkenyl,

C<sub>2</sub>-C<sub>6</sub> alkynyl,

(CH<sub>2</sub>)<sub>n</sub>C<sub>3</sub>-C<sub>6</sub> cycloalkyl,

C<sub>1</sub>-C<sub>6</sub> alkoxy,

aryl, or

R<sup>1</sup> and R<sup>2</sup> together being a 5- to 8-membered heterocyclyl ring, and

wherein alkyl, aryl, alkenyl, alkynyl, cycloalkyl and alkoxy being optionally substituted with one or more groups independently selected from R<sup>15</sup>;

R<sup>1a</sup> and R<sup>1b</sup> are each independently:

hydrogen,

C<sub>1</sub>-C<sub>6</sub> alkyl, or

R<sup>1</sup> and R<sup>1a</sup>, R<sup>1</sup> and R<sup>1b</sup>, R<sup>2</sup> and R<sup>1a</sup>, R<sup>2</sup> and R<sup>1b</sup> or R<sup>1a</sup> and R<sup>1b</sup> together being a 3- to 6-membered heterocyclyl or carbocyclyl ring where at least one of R<sup>1a</sup> and R<sup>1b</sup> is not hydrogen;

R<sup>2</sup> is: hydrogen,

haloalkyl,  
 $C_1$ - $C_6$  alkyl,  
 $C_1$ - $C_6$  alkyl- $C_1$ - $C_6$  alkoxy,  
 $C_1$ - $C_6$  alkyl-aryl,  
 $C_2$ - $C_6$  alkenyl,  
 $C_2$ - $C_6$  alkynyl,  
 $(CH_2)_n$  $C_3$ - $C_6$  cycloalkyl,

$C_1$ - $C_6$  alkoxy,

aryl, or

$R^1$  and  $R^2$  together being a 5- to 8-membered heterocyclyl ring, and  
wherein alkyl, aryl, alkenyl, alkynyl, cycloalkyl and alkoxy being optionally  
substituted with one or more groups independently selected from  $R^{15}$ ;

$R^{2a}$  is: hydrogen, halo or  $C_1$ - $C_6$  alkyl and wherein  $R^2$  and  $R^{2a}$  together being a 3- to 8-  
membered ring; and wherein alkyl being optionally substituted with one or more  
groups independently selected from  $R^{15}$ ;

$R^3$  is: hydrogen,

halo,

cyano,

haloalkyl,

$C_1$ - $C_6$  alkyl,

$(CH_2)_n$  $C_3$ - $C_6$  cycloalkyl,

$(C_1$ - $C_4$  alkyl)-heterocyclyl, wherein the heterocyclyl being optionally substituted  
with oxo,

$(C_1$ - $C_4$  alkyl)- $NR^7C(O)_pR^9$ , and

wherein alkyl, cycloalkyl and heterocyclyl being optionally substituted with one or  
more groups independently selected from  $R^{15}$ ;

$R^4$  and  $R^5$  are each independently:

hydrogen,

halo,

$C_1$ - $C_6$  alkyl

C<sub>1</sub>-C<sub>6</sub> alkoxy;

aryloxy;

N(R<sup>8</sup>)<sub>2</sub>,

SR<sup>8</sup> or

R<sup>4</sup> and R<sup>5</sup> together being a 3- to 8-membered ring;

R<sup>6</sup> is: hydrogen, C<sub>1</sub>-C<sub>6</sub> alkyl or aminoalkyl;

R<sup>6A</sup> is: carboxamide, C<sub>1</sub>-C<sub>3</sub> alkyl nitrile, sulfonamide, acylsulfonamide or tetrazole;

R<sup>7</sup> is: hydrogen or C<sub>1</sub>-C<sub>6</sub> alkyl;

R<sup>8</sup> and R<sup>9</sup> are each independently:

hydrogen, C<sub>1</sub>-C<sub>6</sub> alkyl, aryl, heteroaryl, or heterocyclyl, and

wherein aryl, heteroaryl and heterocyclyl being optionally substituted with one or more substituents selected from the group consisting of hydrogen, nitro, cyano,

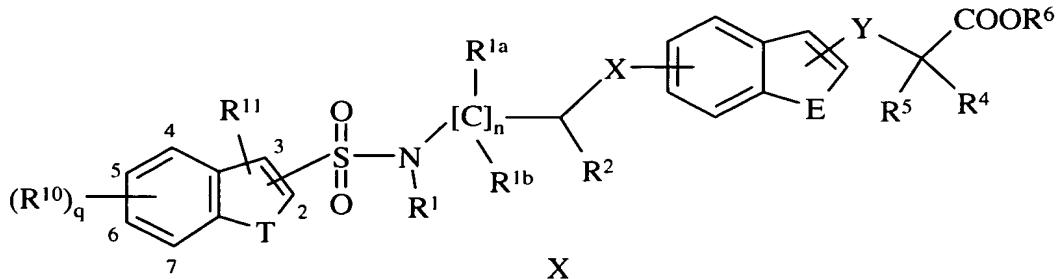
hydroxyl, halo, haloalkyl, haloalkyloxy, aryloxy, oxo, C<sub>1</sub>-C<sub>6</sub> alkyl and C<sub>1</sub>-C<sub>6</sub> alkoxy;

R<sup>14</sup> is: hydrogen, aryl, C<sub>1</sub>-C<sub>6</sub> alkyl, or C<sub>1</sub>-C<sub>6</sub> alkyl-COOR<sup>6</sup>, and

wherein aryl and alkyl being optionally substituted with one or more groups independently selected from R<sup>15</sup>; and

R<sup>15</sup> is: hydrogen, nitro, cyano, hydroxyl, halo, haloalkyl, haloalkyloxy, aryloxy, oxo, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>6</sub> alkoxy, (CH<sub>2</sub>)<sub>n</sub>C<sub>3</sub>-C<sub>6</sub> cycloalkyl, N(R<sup>8</sup>)<sub>2</sub>, NR<sup>8</sup>S(O)<sub>2</sub>R<sup>9</sup>, NR<sup>8</sup>C(O)<sub>p</sub>R<sup>9</sup>, C(O)NR<sup>8</sup>R<sup>9</sup>, C(O)<sub>p</sub>R<sup>8</sup>, SR<sup>8</sup>, S(O)<sub>p</sub>R<sup>8</sup> or S(O)<sub>2</sub>NR<sup>8</sup>R<sup>9</sup>.

22. (Original) The compound of Claim 21, wherein the compound having a structural Formula X:



and pharmaceutically acceptable salts, solvates, hydrates or stereoisomers thereof, wherein:

n and q are each independently: 1, 2, 3 or 4;

T is: O, NR<sup>1c</sup> or S;

X is: C, O or S;

$R^1$  is: hydrogen,  $C_1$ - $C_6$  alkyl or  $(CH_2)_n \cdot C_3$ - $C_6$  cycloalkyl;

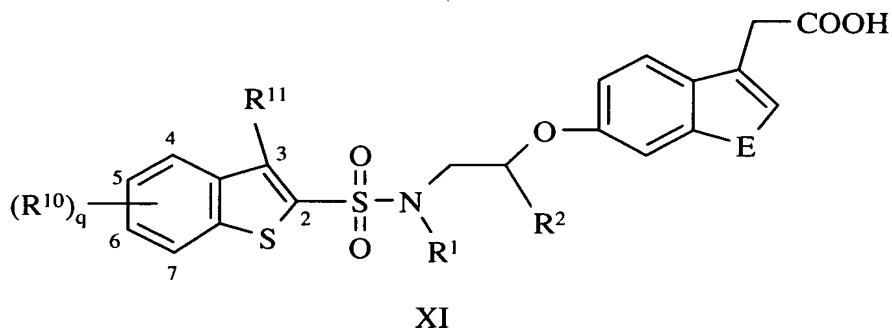
$R^{1a}$ ,  $R^{1b}$ ,  $R^{1c}$  and  $R^2$  are each independently: hydrogen or  $C_1$ - $C_6$  alkyl; and

$R^{10}$  and  $R^{11}$  are each independently:

hydrogen, nitro, cyano, hydroxyl, halo, haloalkyl, haloalkyloxy, aryloxy,

**C<sub>1</sub>-C<sub>6</sub> alkyl or C<sub>1</sub>-C<sub>6</sub> alkoxy; and wherein alkyl, alkoxy and aryloxy being optionally substituted with one or more groups selected from R<sup>15</sup>.**

23. (Original) The compound of Claim 22, wherein the compound having a structural Formula XI:



and pharmaceutically acceptable salts, solvates, hydrates or stereoisomers thereof, wherein:

q is 1 or 2;

E is O, S or NR<sup>14</sup>;

$R^1$ ,  $R^2$  and  $R^{11}$  are each independently:  $C_1-C_4$  alkyl;

$R^{10}$  is: Cl, F, Br,  $CH_3$  or  $CF_3$ , and wherein  $R^{10}$  being substituted at a position 5, or 6, or both 5 and 6 of benzothiophenyl ring; and

$R^{14}$  is: hydrogen,  $C_1$ - $C_6$  alkyl or aryl.

24. (Original) A compound selected from the group consisting of No. 1-120 and 121:

No.	Structure	Name
1		3-(4-{2-[(5-Fluoro-3-methylbenzo[b]thiophene-2-sulfonyl)-propyl-amino]-ethylsulfanyl}-2-methyl-phenyl)-propionic acid
2		3-(4-{2-[(5-Chloro-3-methylbenzo[b]thiophene-2-sulfonyl)-propyl-amino]-ethylsulfanyl}-2-methyl-phenyl)-propionic acid
3		(4-{2-[(5-Chloro-3-methylbenzofuran-2-sulfonyl)-propyl-amino]-1-methylethoxy}-2-methylphenoxy)-acetic acid
4		(4-{2-[(5-Chloro-3-methylbenzofuran-2-sulfonyl)-propyl-amino]-1-methylethylsulfanyl}-2-methylphenoxy)-acetic acid
5		3-(4-{2-[(5-Chloro-3-methylbenzo[b]thiophene-2-sulfonyl)-propyl-amino]-1-methylethylsulfanyl}-2-methyl-phenyl)-propionic acid
6		(4-{2-[(5-Chloro-3-ethylbenzo[b]thiophene-2-sulfonyl)-propyl-amino]-1-methylethylsulfanyl}-2-methylphenoxy)-acetic acid

7		4-{2-[(6-Chloro-3-methylbenzo[b]thiophene-2-sulfonyl)-propyl-amino]-ethylsulfanyl}-2-methyl-phenoxy-acetic acid
8		4-{2-[(7-Chloro-3-methylbenzo[b]thiophene-2-sulfonyl)-propyl-amino]-ethylsulfanyl}-2-methyl-phenoxy-acetic acid
9		(4-{2-[(4-Chloro-3-methylbenzo[b]thiophene-2-sulfonyl)-propyl-amino]-ethylsulfanyl}-2-methyl-phenoxy)-acetic acid
10		(4-{2-[(5-Chloro-3-trifluoromethylbenzo[b]thiophene-2-sulfonyl)-propyl-amino]-ethylsulfanyl}-2-methyl-phenoxy)-acetic acid
11		(4-{2-[(5-Chloro-3-trifluoromethylbenzo[b]thiophene-2-sulfonyl)-propyl-amino]-1-methylethoxy}-2-methyl-phenoxy)-acetic acid
12		2-[4-(3-[(5-(4'-fluorobiphenyl-4-yl)thiophene-2-sulfonyl)-propyl-amino]-propyl)-phenoxy]-2-methyl-propionic acid
13		2-(4-{2-[(5-Chloro-3-methylbenzo[b]thiophene-2-sulfonyl)-propyl-amino]-ethyl}-phenoxy)-2-methyl-propionic acid

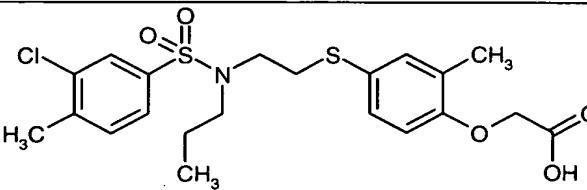
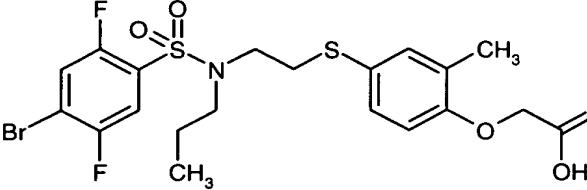
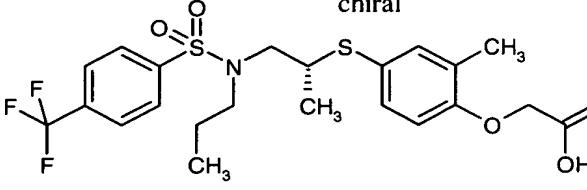
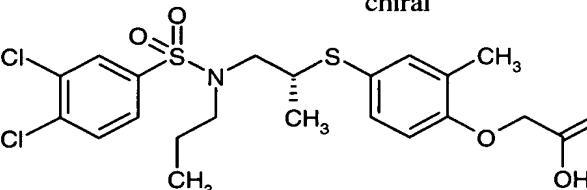
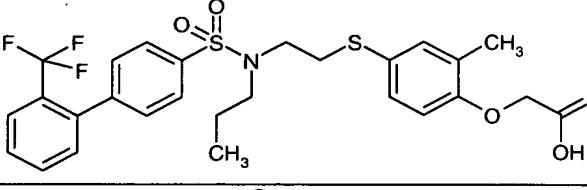
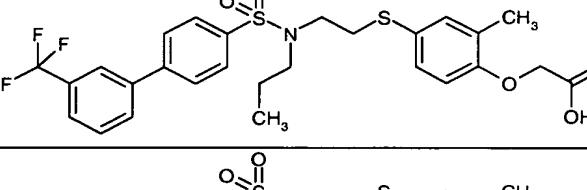
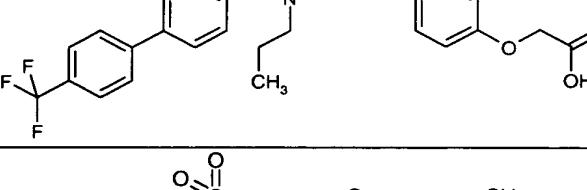
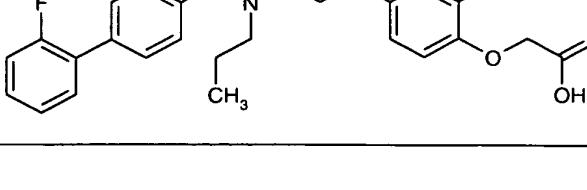
14		2-(4-{3-[(3,5-Dimethylbenzo[b]thiophene-2-sulfonyl)-propyl-amino]-propyl}-phenoxy)-2-methyl-propionic acid
15		2-(4-{3-[(5-Fluoro-3-methylbenzo[b]thiophene-2-sulfonyl)-propyl-amino]-propyl}-phenoxy)-2-methyl-propionic acid
16		2-(4-{3-[(5-Chloro-3-methylbenzo[b]thiophene-2-sulfonyl)-(2,2,2-trifluoroethyl)-amino]-propyl}-phenoxy)-2-methyl-propionic acid
17		2-(4-{2-[(3-Ethylbenzo[b]thiophene-2-sulfonyl)-propyl-amino]-ethoxy}-3-propyl-phenoxy)-2-methyl-propionic acid
18		2-[4-(1-[(5-Chloro-3-methylbenzo[b]thiophene-2-sulfonyl)-propyl-amino]-methyl)-propoxy]-2-methyl-phenoxy]-2-methyl-propionic acid
19		3-[4-(1-[(5-Chloro-3-methylbenzo[b]thiophene-2-sulfonyl)-propyl-amino]-methyl)-propoxy]-2-methyl-phenyl]-propionic acid

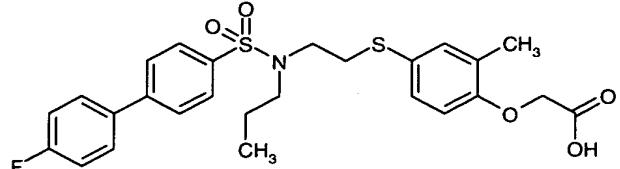
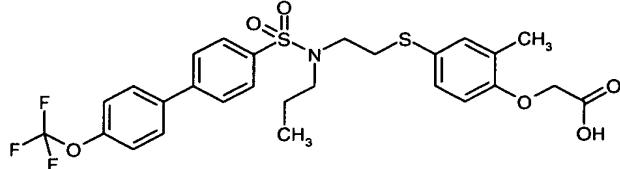
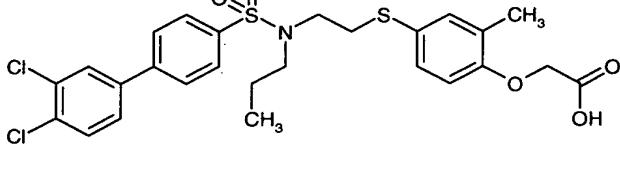
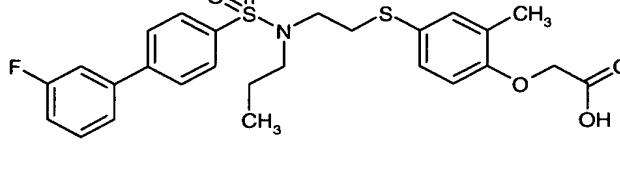
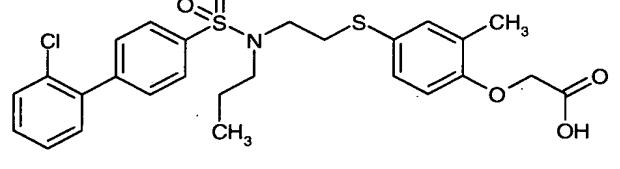
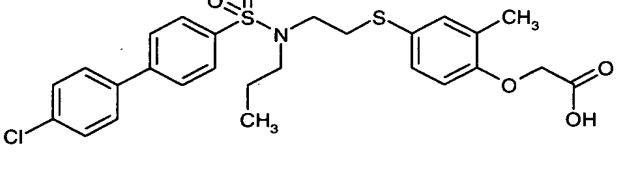
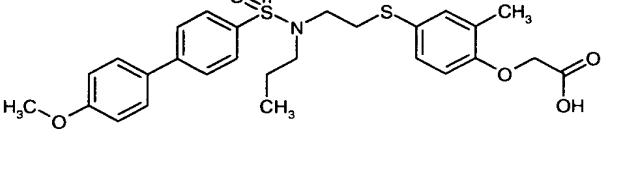
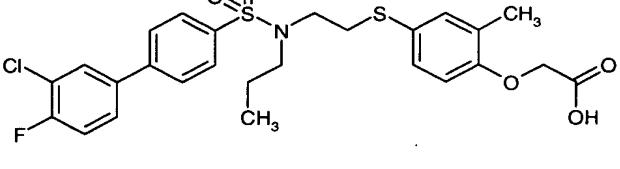
20		[4-(1-((5-Fluoro-3-methylbenzo[b]thiophene-2-sulfonyl)-propyl-amino)-methyl)-propylsulfanyl)-2-methyl-phenoxy]-acetic acid
21		[4-(1-((5-Chloro-3-methylbenzo[b]thiophene-2-sulfonyl)-propyl-amino)-methyl)-propylsulfanyl)-2-methyl-phenoxy]-acetic acid
22		[4-(1-((5-Chloro-3-methylbenzo[b]thiophene-2-sulfonyl)-propyl-amino)-methyl)-propylsulfanyl)-2-methyl-phenoxy]-acetic acid
23		(2-Methyl-4-{2-[(6-phenoxy-pyridine-3-sulfonyl)-propyl-amino]-ethylsulfanyl}-phenoxy)-acetic acid
24		(2-Methyl-4-{2-[(5-methyl-1-phenyl-1H-pyrazole-4-sulfonyl)-propyl-amino]-ethylsulfanyl}-phenoxy)-acetic acid
25		(2-Methyl-4-{2-[(4-oxazol-5-yl-benzenesulfonyl)-propyl-amino]-ethylsulfanyl}-phenoxy)-acetic acid
26		(2-Methyl-4-{2-[(4-pyrazol-1-yl-benzenesulfonyl)-amino]-ethylsulfanyl}-phenoxy)-acetic acid

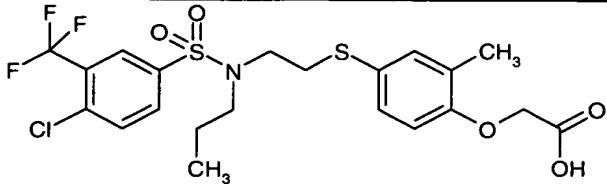
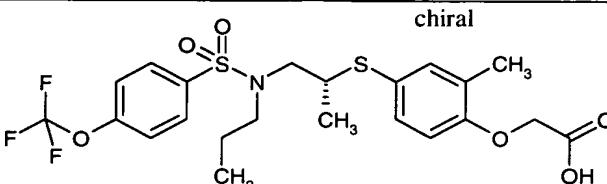
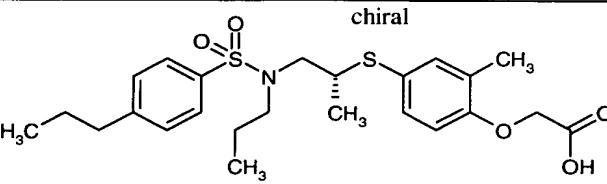
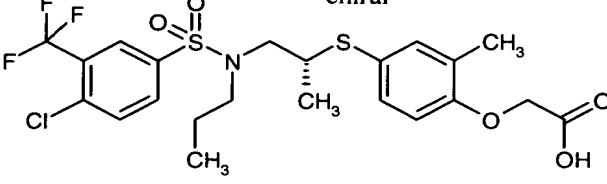
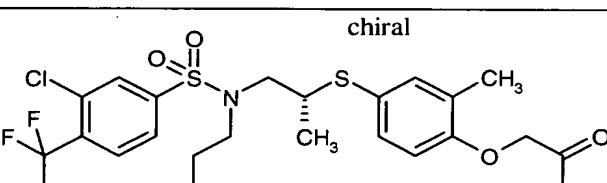
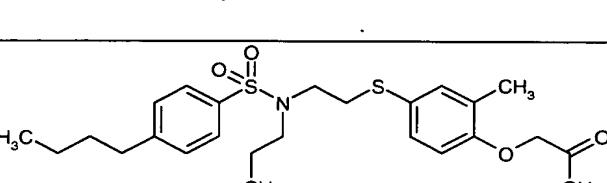
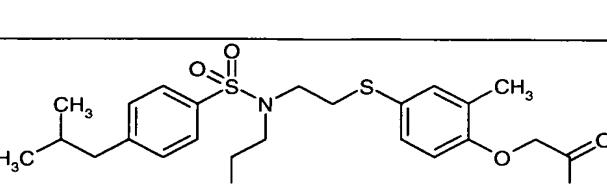
27		(2-Methyl-4-{2-[(2-naphthalen-1-yl-ethanesulfonyl)-propyl-amino]-ethylsulfanyl}-phenoxy)-acetic acid
28		(2-Methyl-4-{2-[propyl-(4-trifluoromethylphenylmethanesulfonyl)-amino]-ethylsulfanyl}-phenoxy)-acetic acid
29		(4-{2-[(Biphenyl-3-sulfonyl)-propyl-amino]-ethylsulfanyl}-2-methyl-phenoxy)-acetic acid
30		(4-{2-[(2,3-Dihydrobenzo[1,4]dioxine-6-sulfonyl)-propyl-amino]-ethylsulfanyl}-2-methyl-phenoxy)-acetic acid
31		[2-Methyl-4-(2-{[5-(2-methylsulfanyl-pyrimidin-4-yl)-thiophene-2-sulfonyl]-propyl-amino}-ethylsulfanyl)-phenoxy]-acetic acid
32		[2-Methyl-4-(2-{[5-(1-methyl-5-trifluoromethyl-1H-pyrazol-3-yl)-thiophene-2-sulfonyl]-propyl-amino}-ethylsulfanyl)-phenoxy]-acetic acid
33		[2-Methyl-4-(2-{[5-(1-methyl-3-trifluoromethyl-1H-pyrazol-4-yl)-thiophene-2-sulfonyl]-propyl-amino}-ethylsulfanyl)-phenoxy]-acetic acid

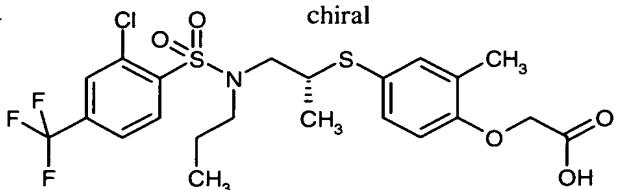
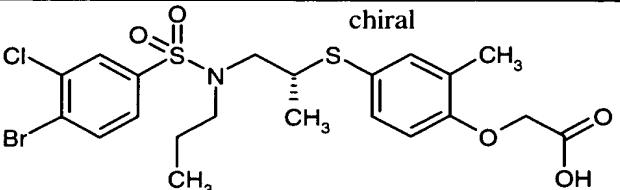
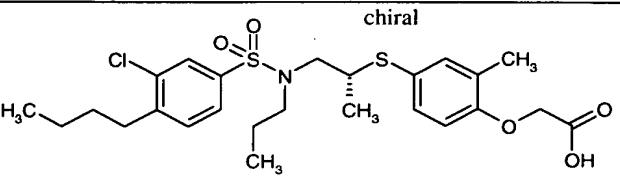
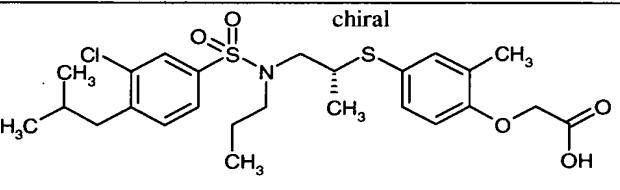
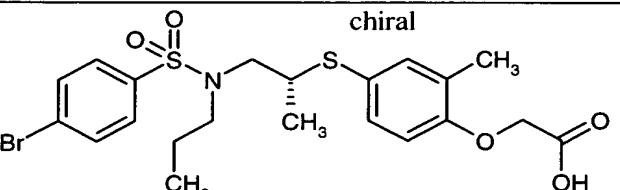
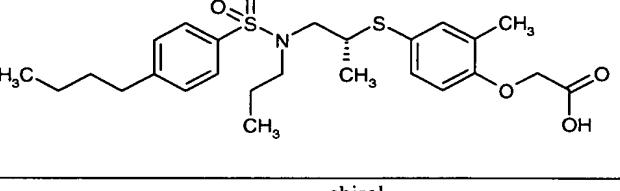
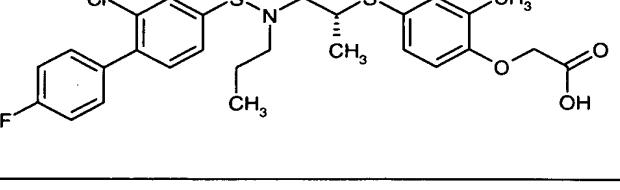
34		(R)-(2-Methyl-4-{1-methyl-2-[(3-methyl-5-trifluoromethylbenzo[b]thiophene-2-sulfonyl)-propyl-amino]-ethylsulfanyl}-phenoxy)-acetic acid
35		(R)-3-(4-{2-[(6-Chloro-5-fluoro-3-methylbenzo[b]thiophene-2-sulfonyl)-propyl-amino]-1-methylethylsulfanyl}-2-methyl-phenyl)-propionic acid
36		(R)-(4-{2-[(6-Chloro-5-fluoro-3-methylbenzo[b]thiophene-2-sulfonyl)-propyl-amino]-1-methylethylsulfanyl}-2-methyl-phenoxy)-acetic acid
37		(4-{2-[(4-Bromobenzenesulfonyl)-propyl-amino]-ethylsulfanyl}-2-methyl-phenoxy)-acetic acid
38		(4-{2-[(3,4-Dichlorobenzenesulfonyl)-propyl-amino]-ethylsulfanyl}-2-methyl-phenoxy)-acetic acid
39		(4-{2-[(4-Isopropylbenzenesulfonyl)-propyl-amino]-ethylsulfanyl}-2-methyl-phenoxy)-acetic acid
40		(2-Methyl-4-{2-[(4-pentylbenzenesulfonyl)-propyl-amino]-ethylsulfanyl}-phenoxy)-acetic acid

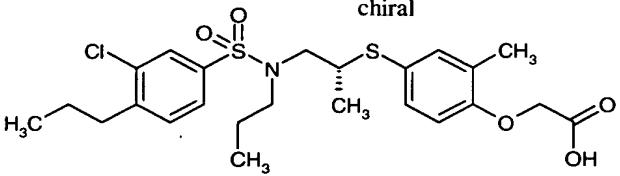
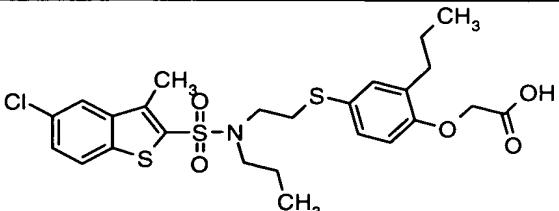
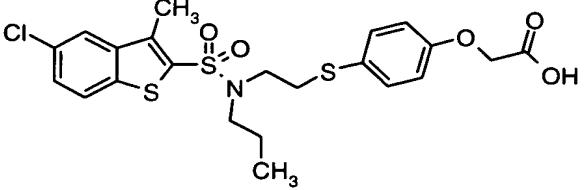
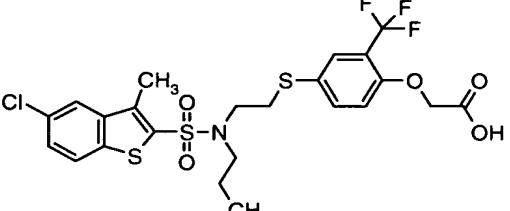
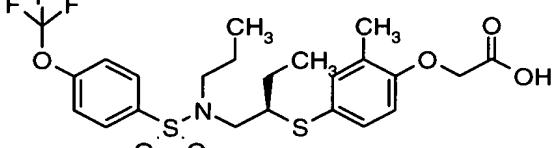
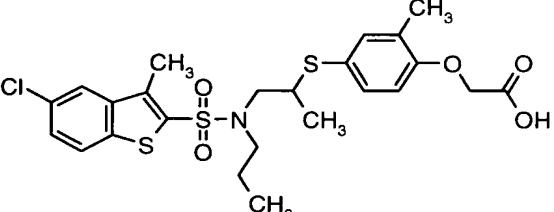
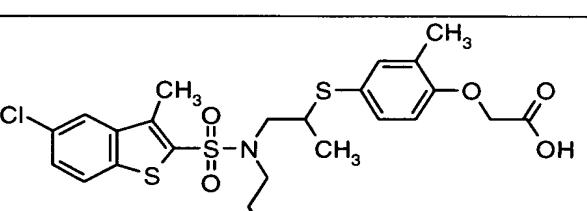
41		(4-{2-[(2-Chloro-4-trifluoromethylbenzenesulfonyl)propyl-amino]ethylsulfanyl}-2-methyl-phenoxy)-acetic acid
42		(2-Methyl-4-{2-[propyl(3-trifluoromethylbenzenesulfonyl)amino]ethylsulfanyl}-phenoxy)-acetic acid
43		(4-{2-[(4-Bromo-2-methylbenzenesulfonyl)propyl-amino]ethylsulfanyl}-2-methyl-phenoxy)-acetic acid
44		(4-{2-[(3,4-Dibromo-benzenesulfonyl)propyl-amino]ethylsulfanyl}-2-methyl-phenoxy)-acetic acid
45		(2-Methyl-4-{2-[propyl(4-propylbenzenesulfonyl)amino]ethylsulfanyl}-phenoxy)-acetic acid
46		(4-{2-[(2,4-Dichlorobenzenesulfonyl)propyl-amino]ethylsulfanyl}-2-methyl-phenoxy)-acetic acid
47		(4-{2-[(4-Iodo-benzenesulfonyl)propyl-amino]ethylsulfanyl}-2-methyl-phenoxy)-acetic acid

48		(4-{2-[3-Chloro-4-methylbenzenesulfonyl]-propyl-amino}-ethylsulfanyl)-2-methyl-phenoxy)-acetic acid
49		(4-{2-[4-Bromo-2,5-difluorobenzenesulfonyl]-propyl-amino}-ethylsulfanyl)-2-methyl-phenoxy)-acetic acid
50		(2-Methyl-4-{1-methyl-2-[propyl-(4-trifluoromethylbenzenesulfonyl)-amino]-ethylsulfanyl}-phenoxy)-acetic acid
51		(4-{2-[3,4-Dichlorobenzenesulfonyl]-propyl-amino}-1-methyl-ethylsulfanyl)-2-methyl-phenoxy)-acetic acid
52		(2-Methyl-4-{2-[propyl-(2'-trifluoromethylbiphenyl-4-sulfonyl)-amino]-ethylsulfanyl}-phenoxy)-acetic acid
53		(2-Methyl-4-{2-[propyl-(3'-trifluoromethylbiphenyl-4-sulfonyl)-amino]-ethylsulfanyl}-phenoxy)-acetic acid
54		(2-Methyl-4-{2-[propyl-(4'-trifluoromethylbiphenyl-4-sulfonyl)-amino]-ethylsulfanyl}-phenoxy)-acetic acid
55		(4-{2-[2'-Fluorobiphenyl-4-sulfonyl]-propyl-amino}-ethylsulfanyl)-2-methyl-phenoxy)-acetic acid

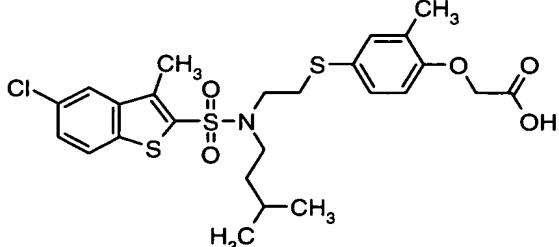
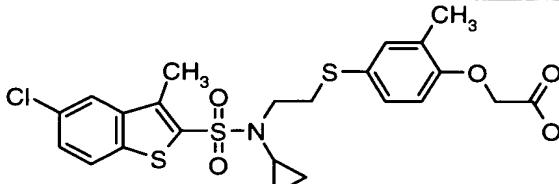
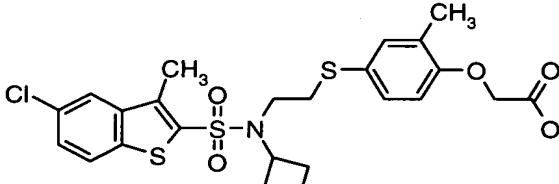
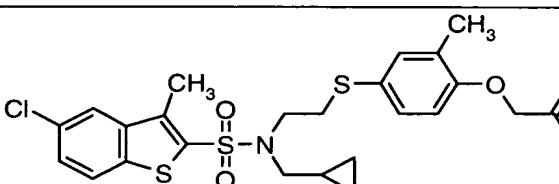
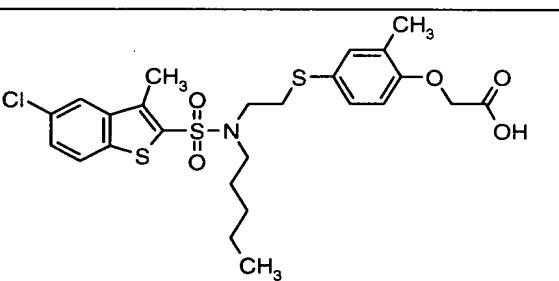
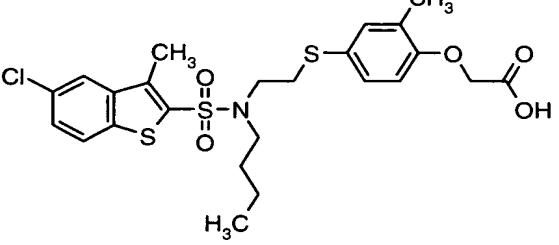
56		(4-{2-[(4'-fluorobiphenyl-4-sulfonyl)propyl-amino]ethylsulfanyl}-2-methyl-phenoxy)-acetic acid
57		(2-Methyl-4-{2-[propyl(4'-trifluoromethoxybiphenyl-4-sulfonyl)amino]ethylsulfanyl}-phenoxy)-acetic acid
58		(4-{2-[(3',4'-dichlorobiphenyl-4-sulfonyl)propyl-amino]ethylsulfanyl}-2-methyl-phenoxy)-acetic acid
59		(4-{2-[(3'-fluorobiphenyl-4-sulfonyl)propyl-amino]ethylsulfanyl}-2-methyl-phenoxy)-acetic acid
60		(4-{2-[(2'-chlorobiphenyl-4-sulfonyl)propyl-amino]ethylsulfanyl}-2-methyl-phenoxy)-acetic acid
61		(4-{2-[(4'-methoxybiphenyl-4-sulfonyl)propyl-amino]ethylsulfanyl}-2-methyl-phenoxy)-acetic acid
62		(4-{2-[(4'-methoxybiphenyl-4-sulfonyl)propyl-amino]ethylsulfanyl}-2-methyl-phenoxy)-acetic acid
63		(4-{2-[(3'-chloro-4'-fluorobiphenyl-4-sulfonyl)propyl-amino]ethylsulfanyl}-2-methyl-phenoxy)-acetic acid

64		(4-{2-[(4-Chloro-3-trifluoromethylbenzenesulfonyl)-propyl-amino]-ethylsulfanyl}-2-methyl-phenoxy)-acetic acid
65		(2-Methyl-4-{1-methyl-2-[propyl-(4-trifluoromethoxybenzenesulfonyl)-amino]-ethylsulfanyl}-phenoxy)-acetic acid
66		(2-Methyl-4-{1-methyl-2-[propyl-(4-propylbenzenesulfonyl)-amino]-ethylsulfanyl}-phenoxy)-acetic acid
67		(4-{2-[(4-Chloro-3-trifluoromethylbenzenesulfonyl)-propyl-amino]-1-methyl-ethylsulfanyl}-2-methyl-phenoxy)-acetic acid
68		(4-{2-[(3-Chloro-4-trifluoromethylbenzenesulfonyl)-propyl-amino]-1-methyl-ethylsulfanyl}-2-methyl-phenoxy)-acetic acid
69		(4-{2-[(4-Butylbenzenesulfonyl)-propyl-amino]-ethylsulfanyl}-2-methyl-phenoxy)-acetic acid
70		(4-{2-[(4-Isobutylbenzenesulfonyl)-propyl-amino]-ethylsulfanyl}-2-methyl-phenoxy)-acetic acid

71	 <p>chiral</p>	(4-{2-[(2-Chloro-4-trifluoromethylbenzenesulfonyl)-propyl-amino]-1-methyl-ethylsulfanyl}-2-methyl-phenoxy)-acetic acid
72	 <p>chiral</p>	(4-{2-[(4-Bromo-3-chlorobenzenesulfonyl)-propyl-amino]-1-methyl-ethylsulfanyl}-2-methyl-phenoxy)-acetic acid
73	 <p>chiral</p>	(4-{2-[(4-Butyl-3-chlorobenzenesulfonyl)-propyl-amino]-1-methyl-ethylsulfanyl}-2-methyl-phenoxy)-acetic acid
74	 <p>chiral</p>	(4-{2-[(3-Chloro-4-isobutylbenzenesulfonyl)-propyl-amino]-1-methyl-ethylsulfanyl}-2-methyl-phenoxy)-acetic acid
75	 <p>chiral</p>	(4-{2-[(4-Bromobenzenesulfonyl)-propyl-amino]-1-methyl-ethylsulfanyl}-2-methyl-phenoxy)-acetic acid
76	 <p>chiral</p>	(4-{2-[(4-Butylbenzenesulfonyl)-propyl-amino]-1-methyl-ethylsulfanyl}-2-methyl-phenoxy)-acetic acid
77	 <p>chiral</p>	(4-{2-[(2-Chloro-4'-fluorobiphenyl-4-sulfonyl)-propyl-amino]-1-methyl-ethylsulfanyl}-2-methyl-phenoxy)-acetic acid

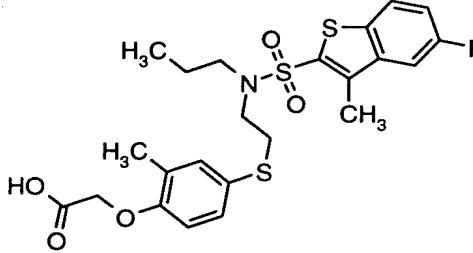
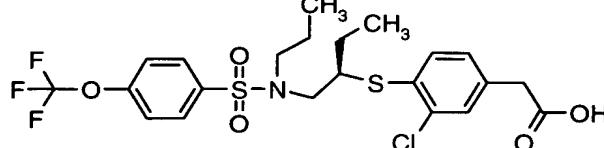
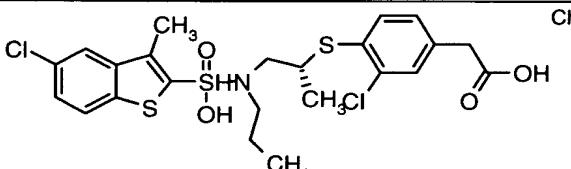
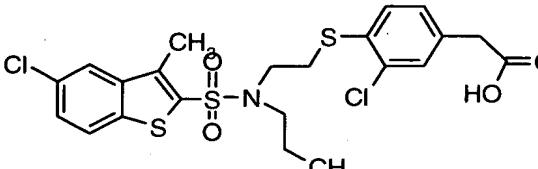
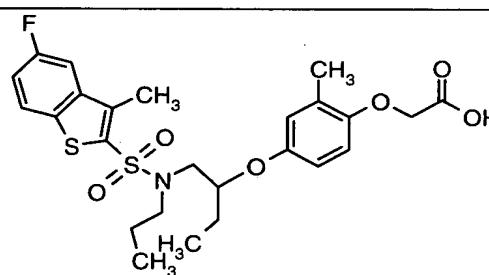
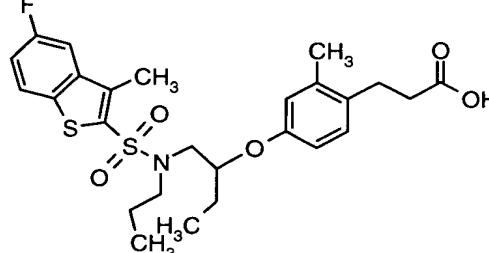
78		(4-{2-[(3-Chloro-4-propyl-benzenesulfonyl)-propyl-amino]-1-methyl-ethylsulfanyl}-2-methyl-phenoxy)-acetic acid
79		(4-{2-[(5-Chloro-3-methyl-benzo[b]thiophene-2-sulfonyl)-propyl-amino]-ethylsulfanyl}-2-propyl-phenoxy)-acetic acid
80		(4-{2-[(5-Chloro-3-methyl-benzo[b]thiophene-2-sulfonyl)-propyl-amino]-ethylsulfanyl}-phenoxy)-acetic acid
81		(4-{2-[(5-Chloro-3-methyl-benzo[b]thiophene-2-sulfonyl)-propyl-amino]-ethylsulfanyl}-2-trifluoromethyl-phenoxy)-acetic acid
82		[2-Methyl-4-(1-{[propyl-(4-trifluoromethoxybenzenesulfonyl)-amino]-methyl}-propylsulfanyl)-phenoxy]-acetic acid
83		(4-{2-[(5-Chloro-3-methyl-benzo[b]thiophene-2-sulfonyl)-propyl-amino]-1-methyl-ethylsulfanyl}-2-methyl-phenoxy)-acetic acid
84		(4-{2-[(5-Chloro-3-methyl-benzo[b]thiophene-2-sulfonyl)-propyl-amino]-1-methyl-ethylsulfanyl}-2-methyl-phenoxy)-acetic acid

85		(2-Methyl-4-{2-[{(3-methyl-5-trifluoromethylbenzo[b]thiophene-2-sulfonyl)-propyl-amino]-ethylsulfanyl}-phenoxy)-acetic acid
86		(2-Methyl-4-{2-[{(4-trifluoromethylbenzenesulfonyl)-propyl-amino]-ethylsulfanyl}-phenoxy)-acetic acid
87		(4-{2-[{(4-ethylbenzenesulfonyl)-propyl-amino]-ethylsulfanyl}-2-methylphenoxy)-acetic acid
88		(2-Methyl-4-{2-[{(2-methyl-4-trifluoromethoxybenzenesulfonyl)-propyl-amino]-ethylsulfanyl}-phenoxy)-acetic acid
89		(2-Methyl-4-{2-[{(4-trifluoromethoxybenzenesulfonyl)-propyl-amino]-ethylsulfanyl}-phenoxy)-acetic acid
90		(4-{2-[{(5-chloro-3-methylbenzo[b]thiophene-2-sulfonyl)-propyl-amino]-ethylsulfanyl}-2-methylphenoxy)-acetic acid

91		(4-{2-[(5-Chloro-3-methylbenzo[b]thiophene-2-sulfonyl)-(3-methylbutyl)-amino]-ethylsulfanyl}-2-methyl-phenoxy)-acetic acid
92		(4-{2-[(5-Chloro-3-methylbenzo[b]thiophene-2-sulfonyl)-cyclopropylamino]-ethylsulfanyl}-2-methyl-phenoxy)-acetic acid
93		(4-{2-[(5-Chloro-3-methylbenzo[b]thiophene-2-sulfonyl)-cyclobutylamino]-ethylsulfanyl}-2-methyl-phenoxy)-acetic acid
94		(4-{2-[(5-Chloro-3-methylbenzo[b]thiophene-2-sulfonyl)-cyclopropylmethylamino]-ethylsulfanyl}-2-methyl-phenoxy)-acetic acid
95		(4-{2-[(5-Chloro-3-methylbenzo[b]thiophene-2-sulfonyl)-pentylamino]-ethylsulfanyl}-2-methyl-phenoxy)-acetic acid
96		(4-{2-[Butyl-(5-chloro-3-methylbenzo[b]thiophene-2-sulfonyl)-amino]-ethylsulfanyl}-2-methyl-phenoxy)-acetic acid

97		(4-{2-[(Biphenyl-4-sulfonyl)-propyl-amino]-ethylsulfanyl}-2-methyl-phenoxy)-acetic acid
98		(4-{2-[(5-Chloro-3-methyl-benzo[b]thiophene-2-sulfonyl)-propyl-amino]-ethoxy}-2-methyl-phenylsulfanyl)-acetic acid
99		(4-{3-[(5-Chloro-3-methyl-benzo[b]thiophene-2-sulfonyl)-propyl-amino]-propyl}-2-methyl-phenoxy)-acetic acid
100		(4-{2-[(5-Chloro-3-methyl-benzo[b]thiophene-2-sulfonyl)-propyl-amino]-1-methyl-ethoxy}-2-methyl-phenoxy)-acetic acid
101		3-(4-{2-[(5-Chloro-3-methyl-benzo[b]thiophene-2-sulfonyl)-propyl-amino]-1-methyl-ethoxy}-2-methyl-phenyl)-propionic acid
102		2-(4-{2-[(5-Chloro-3-methyl-benzo[b]thiophene-2-sulfonyl)-propyl-amino]-1-methyl-ethoxy}-2-methyl-phenoxy)-2-methyl-propionic acid
103		3-(4-{2-[(5-Chloro-3-methyl-benzo[b]thiophene-2-sulfonyl)-propyl-amino]-1-methyl-ethoxy}-2-methoxy-phenyl)-propionic acid

104		(4-{2-[(5-Fluoro-3-methylbenzo[b]thiophene-2-sulfonyl)-propylamino]-1-methylethylsulfanyl}-2-methyl-phenoxy)-acetic acid
105		3-(4-{2-[(5-Fluoro-3-methylbenzo[b]thiophene-2-sulfonyl)-propylamino]-1-methylethoxy}-2-methyl-phenyl)-propionic acid
106		(4-{2-[(5-Fluoro-3-methylbenzo[b]thiophene-2-sulfonyl)-propylamino]-1-methylethoxy}-2-methyl-phenoxy)-acetic acid
107		(2-Chloro-4-{2-[(5-chloro-3-methylbenzo[b]thiophene-2-sulfonyl)-propylamino]-ethylsulfanyl}-phenoxy)-acetic acid
108		(4-{2-[(5-Chloro-3-methylbenzo[b]thiophene-2-sulfonyl)-propylamino]-ethylsulfanyl}-2-ethyl-phenoxy)-acetic acid
109		(2-Methyl-4-{2-[(naphthalene-2-sulfonyl)-propylamino]-ethylsulfanyl}-phenoxy)-acetic acid

110		(4-{2-[(5-Fluoro-3-methylbenzo[b]thiophene-2-sulfonyl)-propyl-amino]-ethylsulfanyl}-2-methyl-phenoxy)-acetic acid
111		[3-Chloro-4-(1-[[propyl-(4-trifluoromethoxybenzenesulfonyl)-amino]-methyl]-propylsulfanyl)-phenyl]-acetic acid
112		(R)-(3-Chloro-4-{2-[(5-chloro-3-methylbenzo[b]thiophene-2-sulfonyl)-propyl-amino]-1-methylethylsulfanyl}-phenyl)-acetic acid
113		(3-Chloro-4-{2-[(5-chloro-3-methylbenzo[b]thiophene-2-sulfonyl)-propyl-amino]-ethylsulfanyl}-phenyl)-acetic acid
114		[4-(1-[(5-Fluoro-3-methylbenzo[b]thiophene-2-sulfonyl)-propyl-amino]-methyl)-propoxy]-2-methyl-phenoxy]-acetic acid
115		3-[4-(1-[(5-Fluoro-3-methylbenzo[b]thiophene-2-sulfonyl)-propyl-amino]-methyl)-propoxy]-2-methyl-phenyl]-propionic acid

116		3-(4-{2-[(5-Chloro-3-methylbenzo[b]thiophene-2-sulfonyl)-propyl-amino]-butoxy}-2-methyl-phenyl)-propionic acid
117		[4-(1-{[(5-Chloro-3-methylbenzo[b]thiophene-2-sulfonyl)-propyl-amino]-methyl}-propoxy)-2-methyl-phenoxy]-acetic acid
118		[4-(1-{[(5-Chloro-3-methylbenzo[b]thiophene-2-sulfonyl)-propyl-amino]-methyl}-propoxy)-2-methoxy-phenoxy]-acetic acid
119		(4-{2-[(5-Chloro-3-methylbenzo[b]thiophene-2-sulfonyl)-phenethyl-amino]-ethylsulfanyl}-2-methyl-phenoxy)-acetic acid
120		(4-{2-[Benzyl-(5-chloro-3-methylbenzo[b]thiophene-2-sulfonyl)-amino]-ethylsulfanyl}-2-methyl-phenoxy)-acetic acid
121		[4-(1-{[(5-Chloro-3-methylbenzo[b]thiophene-2-sulfonyl)-propyl-amino]-methyl}-propylsulfanyl)-2-methyl-phenoxy]-acetic acid

25. (Currently Amended) A pharmaceutical composition comprising a pharmaceutically acceptable carrier and at least one compound of ~~Claims 1-24~~Claim 1 or pharmaceutically acceptable salts, solvates or hydrates thereof.

26. (Currently Amended) A pharmaceutical composition comprising (1) a compound of ~~Claim 1-24~~Claim 1, or a pharmaceutically acceptable salt, solvate, hydrate or stereoisomer thereof; (2) a second therapeutic agent selected from the group consisting of insulin sensitizers, sulfonylureas, biguanides, thiazolidinediones,  $\alpha$ -glucosidase inhibitors, insulin secretagogues, insulin, antihyperlipidemic agents, plasma HDL-raising agents, HMG-CoA reductase inhibitors, statins, acyl CoA:cholesterol acyltransferase inhibitors, antiobesity compounds, antihypercholesterolemic agents, fibrates, vitamins and aspirin; and (3) a pharmaceutically acceptable carrier.

27. (Currently Amended) A method of modulating a peroxisome proliferator activated receptor (PPAR), comprising the step of contacting the receptor with at least one compound of ~~Claims 1-24~~Claim 1, or a pharmaceutically acceptable salt, solvate or hydrate thereof.

28. (Original) The method of Claim 27, wherein the PPAR is a gamma receptor.

29. (Original) The method of Claim 27, wherein the PPAR is a delta-receptor.

30. (Original) The method of Claim 27, wherein the PPAR is a gamma and delta-receptor.

31. (Currently Amended) A method for treating or preventing a PPAR-gamma mediated disease or condition in a mammal comprising the step of administering an effective amount of at least one compound of ~~Claims 1-24~~Claim 1.

32. (Currently Amended) A method for treating or preventing a PPAR-delta mediated disease or condition in a mammal comprising the step of administering an effective amount of at least one compound of ~~Claims 1-24~~Claim 1.

33. (Currently Amended) A method for treating or preventing a PPAR-gamma and delta mediated disease or condition in a mammal comprising the step of administering an effective amount of at least one compound of ~~Claims 1-24~~Claim 1.

34. (Currently Amended) A method for lowering blood-glucose in a mammal comprising the step of administering an effective amount of at least one compound of ~~Claims 1-24~~Claim 1.

35. (Currently Amended) A method of treating or preventing disease or condition in a mammal selected from the group consisting of hyperglycemia, dyslipidemia, Type II diabetes, Type I diabetes, hypertriglyceridemia, syndrome X, insulin resistance, heart failure, diabetic dyslipidemia, hyperlipidemia, hypercholesterolemia, hypertension, obesity, anorexia bulimia, anorexia nervosa, cardiovascular disease and other diseases where insulin resistance is a component, comprising the step of administering an effective amount of at least one compound of ~~Claims 1-24~~Claim 1.

36. (Currently Amended) A method of treating or preventing diabetes mellitus in a mammal comprising the step of administering to a mammal a therapeutically effective amount of at least one compound of ~~Claims 1-24~~Claim 1.

37. (Currently Amended) A method of treating or preventing cardiovascular disease in a mammal comprising the step of administering to a mammal a therapeutically effective amount of at least one compound of ~~Claims 1-24~~Claim 1, or a pharmaceutically acceptable salt, solvate, hydrate or stereoisomer thereof.

38. (Currently Amended) A method of treating or preventing syndrome X in a mammal, comprising the step of administering to the mammal a therapeutically effective amount of at least one compound of ~~Claims 1-24~~Claim 1, or a pharmaceutically acceptable salt, solvate, hydrate or stereoisomer thereof.

39. (Currently Amended) A method of treating or preventing disease or condition in a mammal selected from the group consisting of hyperglycemia, dyslipidemia, Type II diabetes, Type I diabetes, hypertriglyceridemia, syndrome X, insulin resistance, heart failure, diabetic dyslipidemia, hyperlipidemia, hypercholesterolemia, hypertension, obesity, anorexia bulimia, anorexia nervosa, cardiovascular disease and other diseases where insulin resistance is a component, comprising the step of administering an effective amount of at least one compound of ~~Claims 1-24~~Claim 1 and an effective amount of second therapeutic agent selected from the group consisting of: insulin sensitizers, sulfonylureas, biguanides, thiazolidinediones,  $\alpha$ -glucosidase inhibitors, insulin secretagogues, insulin, antihyperlipidemic agents, plasma HDL-raising agents, HMG-CoA reductase inhibitors, statins, acyl CoA:cholesterol acyltransferase inhibitors, antiobesity compounds, antihypercholesterolemic agents, fibrates, vitamins and aspirin.

40. (Cancelled)